



DO & CO Aktiengesellschaft

Vienna, FN 156765 m

Proposals submitted by the Management Board

for Resolutions of the

17th Ordinary General Meeting of Shareholders

2 July 2015

- 1. Presentation of the annual financial statements, including management report and corporate governance report, consolidated financial statements, group management report, and the report on the 2014/2015 business year submitted by the Supervisory Board**

No resolution required on this Item of the Agenda.

- 2. Resolution on the appropriation of the net profit for the year**

The Management Board proposes to distribute from the net profit for the 2014/2015 business year amounting to € 11,692,800.– a dividend of € 1.20 (normal dividend of € 0.85 + special dividend of € 0.35) for each share entitled to dividend payments. The dividend payment date shall be 20 July 2015; the ex dividend date shall be 6 July 2015.

- 3. Resolution on granting discharge to the members of the Management Board for the 2014/2015 business year**

The Management Board proposes to grant discharge for the 2014/2015 business year to the members of the Management Board serving in the said business year.

- 4. Resolution on granting discharge to the members of the Supervisory Board for the 2014/2015 business year**

The Management Board proposes to grant discharge for the 2014/2015 business year to the members of the Supervisory Board serving in the said business year.

5. Resolution on remunerating the Supervisory Board for the 2014/2015 business year

The Management Board proposes to allocate an amount of € 100,000.– for the 2014/2015 business year as remuneration for the Supervisory Board members, the distribution of which shall be left to the discretion of the Supervisory Board.

6. Appointment of the auditor and group auditor for the 2015/2016 business year

A proposal for the resolution on this item of the agenda is reserved to the Supervisory Board.

7. Resolution on reauthorising the Management Board to:–

- a) acquire treasury shares pursuant to Section 65 (1) 8 and Paras 1a and 1b AktG, on and off the floor, for up to 10% of the share capital, also by excluding pro rata disposal rights which may accompany such an acquisition (reverse exclusion of subscription rights),**
- b) resolve, pursuant to Section 65 (1b) AktG, with regard to the disposal or use of treasury shares, on another method of disposal than on the floor or through a public offer, applying, *mutatis mutandis*, the rules governing the exclusion of subscription rights of shareholders,**
- c) reduce the share capital by redeeming such treasury shares without any further resolution on the part of the General Meeting of Shareholders.**

The Management Board was authorised, most recently by a resolution of the General Meeting of 3 July 2014, to acquire treasury shares pursuant to Section 65 (1) 8 AktG of up to 10% of the Company's share capital and to sell treasury shares pursuant to Section 65 (1b) AktG also by other methods than on the floor or by a public offer. The Management Board used these authorisations so that the Company (i) acquired 974,400 treasury shares (i.e. 10% of the share capital) from UniCredit Bank AG on 26 September 2014, and (ii) on 6 November 2014 sold 974,400 treasury shares to investors chosen by way of accelerated bookbuilding. The authorisations granted by the resolution of the General Meeting of 3 July 2014 have thus been utilised.

The Management Board should continue to be authorised to acquire treasury shares.

The Management Board proposes to adopt the following resolution:

- a) The Management Board shall be authorised, under Section 65 (1) 8 and Paras 1a and 1b AktG to acquire non-par value bearer shares or registered non-par value shares of the Company for up to 10% of the Company's share capital for a period starting on 2 July 2015 until 31 July 2016, both on and off the floor, from individual shareholders or any single shareholder, for a minimum equivalent of € 20.– (twenty euros) per share and a maximum equivalent of € 140.– (one hundred and forty euros) per share. Trade in treasury shares shall be excluded as a purpose of the acquisition. The authorisation may be exercised in whole or in part or in several parts and in the pursuit of one or more purposes, by the Company, a subsidiary (Section 228 (3) UGB) or a third party on behalf of the Company.
- b) On-the-floor acquisition may be resolved on by the Management Board of DO & CO Aktiengesellschaft, subject to the Supervisory Board being notified subsequently of such resolution. Off-the-floor acquisition shall be subject to the prior approval of the Supervisory Board. An off-the-floor acquisition may be executed by excluding pro rata disposal rights (reverse exclusion of subscription rights).
- c) The Management Board shall be authorised for a period of five years following adoption of the resolution pursuant to Section 65 (1b) AktG and subject to the Supervisory Board's approval to decide, regarding the disposal or use of treasury shares, on a method of disposal other than on the floor or by a public offer, applying *mutatis mutandis* the provisions governing the exclusion of shareholders' subscription rights, and to determine the terms and conditions of disposal. The authorisation may be exercised in whole or in part or in several parts and in the pursuit of one or more purposes, by the Company, a subsidiary (Section 228 (3) UGB) or a third party on behalf of the Company.
- d) The Management Board shall be furthermore authorised, subject to the Supervisory Board's approval, if necessary to reduce the share capital by redeeming such treasury shares without any further resolution by the General Meeting of Shareholders pursuant to the last sentence of Section 65 (1) 8 in combination with Section 122 AktG. The Supervisory Board shall be author-

ised to adopt amendments to the Articles of Association resulting from the redemption of shares.

In other respects, reference is made to the comment on this agenda item in the Report of the Management Board pursuant to Section 65 (1b) AktG in combination with Section 170 (2) AktG and the second sentence of Section 153 (4) AktG.